



First Union Rail Corporation  
NC5811  
Commercial Leasing Group  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018  
Tel 847 318-7575  
847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

October 7, 2002

RECORDATION NO. 24169 FILED

OCT 9 '02 3-17 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 6, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: General Railway Corporation d/b/a  
Iowa Northwestern Railroad Corp.  
10346 Ellison Circle  
Omaha, NE 68134


A description of the railroad equipment covered by the enclosed document is seventy-five (75) 4700/4750 cubic foot covered hopper cars with gravity gates and trough hatch covers, with NOKL marks, (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(IONO001)

ASSGN. NO.: IONO001

MEMORANDUM OF LEASE

6<sup>th</sup> THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the September day of September, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa Northwestern Railroad Corporation, a Nebraska corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 1, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K. A. Dombrowski  
Name: K. A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 6<sup>th</sup> day of September, 2002

[CORPORATE SEAL]

RECORDATION NO. 24169 FILED

STATE OF ILLINOIS

OCT 9 '02 3-17 PM

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

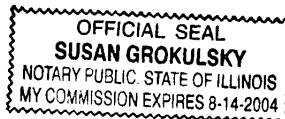
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of September, 2002.

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

GENERAL RAILWAY CORPORATION d/b/a  
IOWA NORTHWESTERN RAILROAD CORPORATION

ATTEST:

By: Ken Fiala  
Name: KEN FIALA  
Title: \_\_\_\_\_

By: John Larkin  
Name: JOHN LARKIN  
Title: PRESIDENT

Executed on this 28<sup>th</sup> day of AUGUST, 2002.

[CORPORATE SEAL]

STATE OF IOWA  
COUNTY OF DICKINSON

I, Denise Tuinstra, a Notary Public of the County and State aforesaid,  
certify that John Larkin personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of August, 2002.

Denise A. Tuinstra  
Notary Public

My Commission Expires:

4-8-04  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS:           Seventy-five (75)

DESCRIPTION OF CARS:   4700/4750 cu. ft. Covered Hopper Cars with trough hatch covers, gravity gates, and 263,000/268,000 lbs. gross weight on rail

CAR NUMBERS:           See below:

NOKL 818542	NOKL 818975	NOKL 819121
NOKL 818573	NOKL 818977	NOKL 819125
NOKL 818594	NOKL 818980	NOKL 819127
NOKL 818900	NOKL 818987	NOKL 819134
NOKL 818909	NOKL 818991	NOKL 819136
NOKL 818912	NOKL 818992	NOKL 819139
NOKL 818918	NOKL 818995	NOKL 819145
NOKL 818920	NOKL 818998	NOKL 819146
NOKL 818925	NOKL 819002	NOKL 819150
NOKL 818928	NOKL 819008	NOKL 819151
NOKL 818930	NOKL 819027	NOKL 819154
NOKL 818932	NOKL 819033	NOKL 819156
NOKL 818935	NOKL 819046	NOKL 819159
NOKL 818937	NOKL 819050	NOKL 819165
NOKL 818940	NOKL 819061	NOKL 819170
NOKL 818941	NOKL 819062	NOKL 819173
NOKL 818949	NOKL 819065	NOKL 819184
NOKL 818954	NOKL 819068	NOKL 819197
NOKL 818955	NOKL 819070	NOKL 819199
NOKL 818957	NOKL 819080	NOKL 819220
NOKL 818959	NOKL 819090	NOKL 819224
NOKL 818961	NOKL 819105	NOKL 819227
NOKL 818963	NOKL 819110	NOKL 819230
NOKL 818968	NOKL 819111	Count: 75
NOKL 818973	NOKL 819113	
NOKL 818974	NOKL 819115	

ASSGN. NO.: IONO001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6<sup>th</sup> day of September, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Iowa Northwestern Railroad Corporation, a Nebraska corporation.

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of October 1, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 6<sup>th</sup> day of September, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of September, 2002.

Susan Grokulsky  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

GENERAL RAILWAY CORPORATION d/b/a  
IOWA NORTHWESTERN RAILROAD CORPORATION

ATTEST:

By: Ken Fiala  
Name: KEN FIALA  
Title: \_\_\_\_\_

By: [Signature]  
Name: JOHN LARKIN  
Title: PRESIDENT

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2002.

[CORPORATE SEAL]

STATE OF IOWA  
COUNTY OF DICKINSON

I, DENISE TUINSTRA, a Notary Public of the County and State aforesaid,  
certify that JOHN LARKIN personally appeared before me this day and  
acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of August, 2002.

DENISE A. TUINSTRA  
Notary Public

My Commission Expires:

4-8-04  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

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